

**UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

TWIN SECURITIES, INC., *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL  
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-01291-AKH

HG VORA SPECIAL OPPORTUNITIES  
MASTER FUND, LTD.,

Plaintiff,

v.

AMERICAN REALTY CAPITAL  
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-04107-AKH

*(caption continued on following page)*

**JOINT MOTION FOR DISMISSAL WITH PREJUDICE PURSUANT TO RULE 41(a)(2)**

BLACKROCK ACS US EQUITY TRACKER  
FUND, *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL  
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-08464-AKH

PIMCO FUNDS: PIMCO DIVERSIFIED  
INCOME FUND, *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL  
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-08466-AKH

CLEARLINE CAPITAL PARTNERS LP, *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL  
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-08467-AKH

*(caption continued on following page)*

PENTWATER EQUITY OPPORTUNITIES  
MASTER FUND LTD., *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL  
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-08510-AKH

ETON PARK FUND, L.P. and ETON PARK  
MASTER FUND, LTD.,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL  
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:16-cv-09393-AKH

RELIANCE STANDARD LIFE INSURANCE  
COMPANY, *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL  
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:17-cv-02796-AKH

Pursuant to Rule 41(a)(2) of the Federal Rules of Civil Procedure, Defendants VEREIT, Inc., formerly known as American Realty Capital Properties, Inc., and VEREIT Operating Partnership, L.P., formerly known as ARC Properties Operating Partnership, L.P. (collectively, “VEREIT”), and Plaintiffs in *BlackRock ACS US Equity Tracker Fund, et al. v. American Realty Capital Properties, Inc., et al.*, No. 1:15-cv-08464-AKH, *Clearline Capital Partners LP, et al. v. American Realty Capital Properties, Inc., et al.*, No. 1:15-cv-08467-AKH; *Eton Park Fund, L.P. v. American Realty Capital Properties, Inc., et al.*, No. 1:16-cv-09393, *HG Vora Special Opportunities Master Fund, Ltd. v. American Realty Capital Properties, Inc., et al.*, No. 1:15-cv-04107-AKH, *Pentwater Equity Opportunities Master Fund Ltd., et al. v. American Realty Capital Properties, Inc., et al.*, No. 1:15-cv-08510-AKH, *PIMCO Funds: PIMCO Diversified Income Fund, et al. v. American Realty Capital Properties, Inc., et al.*, No. 1:15-cv-08466-AKH, *Reliance Standard Life Ins. Co., et al. v. American Realty Capital Properties, Inc. et al.*, No. 1:17-cv-02796, and *Twin Securities, Inc., et al. v. American Realty Capital Properties, Inc., et al.*, No. 1:15-cv-01291-AKH (collectively, “Plaintiffs” and with VEREIT, the “Moving Parties”), jointly move the Court to dismiss with prejudice all claims filed by Plaintiffs against all defendants (“Defendants”) in the above-captioned actions (“Actions”). In support of this motion, the Moving Parties state as follows:

Plaintiffs have agreed to a release and dismissal of all claims filed in the Actions against all Defendants. Because the Moving Parties are seeking dismissal of all of Plaintiffs’ claims against all Defendants with prejudice, there is no risk of prejudice to any Defendant. Accordingly, dismissal is warranted. *See, e.g., Commercial Recovery Corp. v. Bilateral Credit Corp., LLC*, 2013 WL 8350184, at \*5 (S.D.N.Y. Dec. 19, 2013) (“Although voluntary dismissal without prejudice is not a matter of right, courts have generally subjected motions for voluntary

dismissal with prejudice to far less scrutiny, chiefly because such a dismissal constitutes a final judgment with the preclusive effect of res judicata. . . .”).

WHEREFORE, the Moving Parties respectfully request that this Court enter an order dismissing all claims in the Actions with prejudice.

Dated: October 8, 2018

**MILBANK, TWEED, HADLEY &  
McCLOY LLP**

By: /s/ Scott A. Edelman

Scott A. Edelman  
Antonia M. Apps  
Jed M. Schwartz  
Jonathan Ohring  
28 Liberty Street  
New York, New York 10005  
Telephone: (212) 530-5000

Jerry L. Marks (*pro hac vice*)  
2029 Century Park East, 33rd Floor  
Los Angeles, California 90067-3019  
Telephone: (424) 386-4000

*Attorneys for Defendants American Realty  
Capital Properties, Inc. (n/k/a VEREIT, Inc.)  
and ARC Properties Operating Partnership,  
L.P. (n/k/a VEREIT Operating Partnership,  
L.P.)*

**BERNSTEIN LITOWITZ BERGER &  
GROSSMAN LLP**

By: /s/ Jonathan D. Uslander

Salvatore J. Graziano  
Mark Lebovitch  
Jonathan D. Uslander  
David Kaplan (*pro hac vice*)  
Jai J. Chandrasekhar  
Jacob T. Spaid (*pro hac vice*)  
1251 Avenue of the Americas  
New York, NY 10020  
Telephone: (212) 554-1400  
Fax: (212) 554-1444  
SGraziano@blbglaw.com  
MarkL@blbglaw.com  
JonathanU@blbglaw.com  
DavidK@blbglaw.com  
Jai@blbglaw.com  
Jacob.Spaid@blbglaw.com

*Attorneys for Plaintiffs in the Twin  
Securities, HG Vora, BlackRock, PIMCO,  
Clearline, Pentwater, Eton Park, and  
Reliance Standard Actions*